

**Amended and Restated Bylaws
of
The Rotary Club of Lawrence, Kansas, Inc.**

Adopted November 26, 2018

Article I - Election of Directors and Officers

Section 1 – By the first meeting in February, the President will appoint a Nominating Committee that will be charged with nominating candidates for election to the Board of Directors for all director positions that need to be filled for the next year. The Nominating Committee will consist of the immediate Past-president, the Treasurer-Secretary and three Club members appointed from the Club membership. The immediate Past-president will serve as Chair of the Nominating Committee. If two people are serving as co-Treasurer-Secretaries, only one will serve on the Committee, with the two rotating annually.

The Nominating Committee will solicit suggestions for nominations from the Club membership and may also ask members if they are interested in serving on the Board. Two meetings before the Club's annual meeting the Nominating Committee will present to the Club its slate of one candidate for each open position. A member desiring to nominate a member not on the slate may do so by submitting a nominating letter to the Nominating Committee chair by the meeting before the annual meeting signed by the member being nominated agreeing to serve on the Board if so elected by the members and agreeing to serve as President if so elected by the Board. The nominating letter will also be signed by at least three other members supporting the nomination. Any member so nominated will be placed on the ballot along with the Nominating Committee's slate.

If there are more candidates than open positions, the election will be by secret ballot. Each member will be allowed to cast the number of votes equivalent to the number of directors to be elected. The nominees securing the highest number of votes will be declared elected. If no nominations are submitted in addition to the Nominating Committee's slate, the Club may vote by voice vote.

Section 2 - The election of officers will occur no later than December 31 of each year. The Board elects its officers, choosing the President-elect from the directors elected at the last Annual Meeting. The Board elects the Treasurer-Secretary(ies) from the membership of the Club. The President-elect succeeds the President.

Section 3 - The Officers and Directors, so elected, together with the immediate Past-president will constitute the Board of Directors, as further provided in Article II.

Section 4 - A vacancy in the position of any elected Director or Director-elect will be filled by action of the remaining members of the Board. Anyone so appointed will serve the remainder of the vacant term.

Section 5 - A vacancy in the position of any Officer or Officer-elect will be filled by action of the remaining members of the Board of Directors. Anyone so appointed will serve the remainder of the vacant term.

Article II - Board of Directors

The governing body of the Club is the Board of Directors (hereinafter, the "Board"), consisting of eight members of the Club or nine if the office of Treasurer-Secretary is held by two people, namely, six Directors elected in accordance with Article I, Section I, of these Bylaws, the immediate Past-President, and the Treasurer-Secretary(ies). One of the six elected Directors will also serve as President and another will serve as President-elect. The immediate Past-President will also serve as Vice-President. The six elected Directors will each serve for a period of three years. The terms will be staggered so that two new Directors are elected each year to replace the two whose terms expire. An exception to the three year term may exist for the President and Past-President.

Article III - Duties of Officers

Section 1 – President. The President will preside at meetings of the Club and at meetings of the Board, and perform such other duties as ordinarily pertain to the office of President.

Section 2 - President-elect. The President-elect will serve as a Member of the Board and perform such other duties as the President or the Board prescribes.

Section 3 - Vice-President. The Vice-President will preside at meetings of the Club and at meetings of the Board in the absence of the President and perform such other duties as ordinarily pertain to the office of Vice-President.

Section 4 – Treasurer-Secretary. This position may be held by one person or by two people serving as co-Treasurer-Secretaries. The incumbent(s) will have custody of all funds, accounting for same to the Club annually and at any other time the Board demands; collect and remit all fees due to Rotary International ("RI") and Rotary District 5710; will keep the records of membership; record the attendance at meetings; send notices of meetings of the Club and the Board; record and preserve the minutes of Board meetings; make the required reports to RI; and perform such other duties as ordinarily pertain to the office of Treasurer-Secretary. Upon retirement from office, the Treasurer-Secretary(ies) will turn over to the incoming Treasurer-Secretary(ies) or to the President all funds, books of accounts, and any other club property.

Section 5 – Sergeant-at-Arms. The Sergeant-at-Arms will perform such duties the President or the Board prescribes and as ordinarily pertain to the office of Sergeant-at-Arms.

Article IV – Meetings

Section 1 – Meetings of Club.

1.1 - Annual Meeting. An annual meeting of the Club will be held during the month of April each year, at which time members of the Club will elect Directors to fill expiring terms.

1.2 - Regular Meetings. The regular weekly meetings of the Club will be held on Monday at 12 noon. Notice of any changes in or canceling of a regular meeting will be given to all members of the Club. A member will be counted as attending a regular meeting if the member is present for at least 60 percent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the Board that such action was reasonable, or if the member makes up for an absence in any of the ways prescribed in the Club's Constitution.

1.3 – Quorum. One-third of the Club members will constitute a quorum at meetings of the Club.

Section 2 – Meetings of Board.

2.1 – Regular Meetings. Regular meetings of the Board will be held on the second Tuesday of each month or at the discretion of the President with proper notice to the members. The President may call special meetings of the Board whenever deemed necessary, or upon the request of two members of the Board.

2.2 –Notice of Meetings. Delivery to the members of the Board of a list of the Board's regularly scheduled meetings will constitute notice of such meetings and additional specific notice is not required. Notice of special meetings will be (i) mailed by U.S. mail at least 5 days before the meeting, or (ii) given by personal delivery, electronic mail, facsimile, telephone, or other electronic communication at least 3 days before the meeting. Attendance at a meeting constitutes waiver of notice unless the Board member attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

2.3 –Quorum. A majority of the Board members will constitute a quorum at meetings of the Board. Any matter requiring action of the Board may be decided by a majority vote of the members of the Board present in person or by proxy at a meeting at which a quorum is present, unless otherwise provided by statute, the Club's Constitution, or in these Bylaws.

2.4 – Informal Action. Any action which may be taken at the meeting of the Board may be taken without a meeting if all of the members of the Board entitled to vote on the matter consent in writing. For this purpose, voting through electronic mail or other electronic communication will constitute written consent. The President will have

authority to determine whether to handle a matter informally or held over until the next meeting of the Board.

2.5 – Telephonic or Virtual Meetings. The Board may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment (including electronic mail and other electronic communications) by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting will constitute attendance and presence in person at the meeting of the person or persons so participating.

Article V - Fees and Dues

Section 1 - The Board will set the admission fee to qualify an applicant as a member.

Section 2 -The Board will set the membership dues payable quarterly on the first day of July, October, January, and April.

Article VI - Method of Voting of Members

The Club members may transact business by voice vote, except the election of Directors will be by secret ballot if there are more candidates than open positions.

Article VII – Committees

Section 1 – Committee Rules. Club committees are established and charged with carrying out the annual and long-term goals of the club as approved by the Board. The President, President-elect and Vice President will work together to ensure continuity of leadership and succession planning. The president will be an ex officio member of all committees. Except where special authority is given by the Board, such committees will not take action until a report has been submitted to and approved by the Board.

Section 2 – Committee Chairs & Rotation. Committee chairs are appointed by the President to serve one year terms, with a limit of three consecutive terms. Each chair will be responsible for regular meetings and activities of the committee, will supervise and coordinate the work of the committee, and will report to the Board on all committee activities including an annual committee report at the end of each Rotary year. It is recommended that the chair have previous experience as a member of the committee. Committee chairs are responsible for designating at least one vice-chair. The President is responsible for appointing committee chairs to fill any vacancies if they should arise during the club year.

In the event that these bylaw modifications are adopted by the Club, there will be a one Rotary year grace period for current committee chairs who have already served three or more consecutive years. For instance, if the Club adopts these changes during the 2018-2019 Rotary year, a chair who has already served three or more consecutive years is

eligible to be re-appointed to serve a non-renewable one year term during the 2019-2020 Rotary year. A new committee chair will then be appointed to serve during the 2020-2021 Rotary year.

Article VIII - Duties of Committees

The President, with approval of the Board, will review and establish the duties of all committees each year. Each committee will have a specific mandate, clearly defined goals, and action plans for implementation during the course of the year.

Article IX - Leave of Absence

Upon written application to the Board, setting forth good and sufficient cause, the Board may grant a leave of absence, excusing a member from attending the meetings of the Club for a specified length of time of up to 6 months.

(Note: Although such leave of absence operates to prevent a forfeiture of membership; it does not operate to give the Club credit for the member's attendance. Unless the member attends a regular meeting of some other Rotary Club, the excused member is generally recorded as absent, with certain exceptions as provided in the Club's Constitution.)

Article X - Finances

Section 1 - The Treasurer-Secretary will deposit all funds of the Club in one or more banks that the Board designates.

Section 2 - Checks will be signed by two individuals the Board authorizes. Typically, the Board will authorize the Treasurer-Secretary(ies), the President, and the President-elect. A thorough audit by a certified public accountant or other qualified person will conduct an annual audit of all the Club's financial transactions.

Section 3 - Officers having charge or control of funds will give bond for the safe custody of the funds of the Club, if the Board so requires, with the Club bearing the costs of the bond.

Section 4 - The fiscal year of the Club is July 1 to June 30, and collection of members' dues will be divided into four quarterly periods: July 1 through September 30; October 1 through December 31; January 1 through March 31; and April 1 through June 30. The payment of per capita dues to RI will be made on July 1 and January 1 of each year or such other dates as RI prescribes, based upon the membership of the Club on those dates. The payment of per capita dues to Rotary District 5710 will be made as and when required by the District.

Section 5 - The membership status may be terminated by action of the Board for an individual who is delinquent in payment of dues.

Section 6 - The Board will prepare, or cause to be prepared, an annual budget showing estimated income and estimated expenditures for the fiscal year. After the Board has

prepared and approved the budget, it will stand as the limit of expenditures for the respective purposes unless the Board orders otherwise.

Article XI - Method of Electing Members

Section 1 - An active member of the Club may submit the name of a prospective member to the Board in writing, through the Treasurer-Secretary. An active member or former member of the Club may propose a transferring or former member of another Club as a prospective member. Any proposal is initially confidential except as otherwise provided in this procedure.

Section 2 - The Board will ensure that the prospective member meets all the classification and membership requirements of the Club's Constitution.

Section 3 - The Board will approve or disapprove the proposal within 30 days of its submission and will notify the proposer, through the Treasurer-Secretary, of its decision.

Section 4 - If the Board approves the proposal, the prospective member will be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member will sign the membership proposal form and permit publication of his or her name and proposed classification to the Club.

Section 5 - If any member (other than an honorary member) objects to a prospective member, such member will provide written objection, stating reasons, to the President or Treasurer-Secretary within 7 days following publication of the information about the prospective member. If the Club receives no such written objection, the prospective member will be considered elected to membership. If any such written objection is timely given and the prospective member still desires to join the Club, the Club membership may vote on the prospective member at its next meeting. If approved despite the objection, the prospective member will be considered elected to membership.

Section 6 - Following the election, the prospective member will attend an orientation meeting, to further inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership. Following the orientation meeting, the President will arrange for the induction of the new member and the Treasurer-Secretary will report the new member to RI and provide appropriate literature for presentation at the induction. Upon being inducted into membership, the Club will bill the new member for the admission fee and other fees and dues then owed.

Article XII – Resolutions and Motions to the Club

The Club will not consider any resolution or motion to commit the Club on any matter until the Board has considered it. Such resolutions or motions, if offered at a Club meeting, will be referred to the Board without discussion.

Article XIII - Order of Business of Club Meetings

Meeting called to order.
Introduction of guests and visiting Rotarians.
Correspondence and announcements.
Committee reports, if any.
Any unfinished business.
Any new business.
Inductions, if any.
Address or other program features.
Adjournment.

Article XIV – Amendments

These Bylaws may be amended at any regular meeting of the members, a quorum being present, by two-thirds vote of all members present, provided that notice of such proposed amendment is mailed to each member at least 10 days before such meeting. No amendment or addition to these Bylaws is permitted which is not in harmony with the Club's Constitution and with the Constitution and Bylaws of RI.

Article XV – Mail

The words "mail," "mailing," and similar terms in these Bylaws include utilization of electronic mail (e-mail) and internet technology. Any written notice permitted or required under these Bylaws may be sent by electronic mail or other internet technology.

CERTIFICATE OF TREASURER-SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the Treasurer-Secretary of The Rotary Club of Lawrence, Kansas, Inc.; and

(2) That the foregoing Restated By-Laws, comprising 7 pages constitute the Restated Bylaws of said corporation as duly adopted by the Members of the Club on November 26, 2018.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name on November 26, 2018.

VICKIE RANDEL
Vickie Randel, Treasurer-Secretary